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SURFACE TRANSPORTATION BOARD

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January 8, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Contract 3-7696

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC (on behalf of  
ACF Industries, Incorporated)  
620 North Second Street  
St. Charles, Missouri 63301

[Lessee: Monsanto Company  
800 North Lindbergh Boulevard  
St. Louis, MO 63167]

A description of the railroad equipment covered by the enclosed document is:

63 railcars: SHPX 454272 - SHPX 454334.


A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



✓ Robert W. Alvord

RWA/sem  
Enclosures

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**MEMORANDUM OF LEASE**

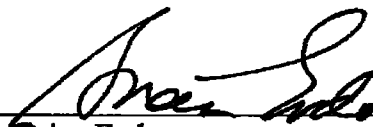
SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Monsanto Company, a Delaware Corporation ("Lessee").

ACF Industries, Incorporated (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Contract as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

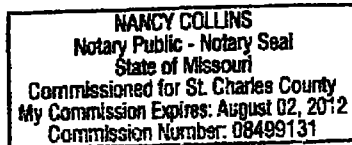
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

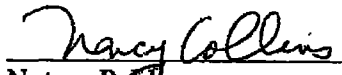
AMERICAN RAILCAR LEASING LLC

By:   
Name: Brian Evdo  
Title: VP – Business Development

STATE OF MISSOURI                     )  
  ) ss.:  
COUNTY OF ST. CHARLES            )

On this 21<sup>st</sup> day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



  
Notary Public  
My commission expires on 8/2/2012

## Schedule A

### Equipment

#### Monsanto Company

Contract 3-7696 dated 3/22/01

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	454272
	Hopper	SHPX	454273
	Hopper	SHPX	454274
	Hopper	SHPX	454275
	Hopper	SHPX	454276
	Hopper	SHPX	454277
	Hopper	SHPX	454278
	Hopper	SHPX	454279
	Hopper	SHPX	454280
	Hopper	SHPX	454281
	Hopper	SHPX	454282
	Hopper	SHPX	454283
	Hopper	SHPX	454284
	Hopper	SHPX	454285
	Hopper	SHPX	454286
	Hopper	SHPX	454287
	Hopper	SHPX	454288
	Hopper	SHPX	454289
	Hopper	SHPX	454290
	Hopper	SHPX	454291
	Hopper	SHPX	454292
	Hopper	SHPX	454293
	Hopper	SHPX	454294
	Hopper	SHPX	454295
	Hopper	SHPX	454296
	Hopper	SHPX	454297
	Hopper	SHPX	454298
	Hopper	SHPX	454299
	Hopper	SHPX	454300
	Hopper	SHPX	454301
	Hopper	SHPX	454302
	Hopper	SHPX	454303
	Hopper	SHPX	454304
	Hopper	SHPX	454305

## Schedule A

### Equipment

#### Monsanto Company

Contract 3-7696

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Hopper	SHPX	454306
	Hopper	SHPX	454307
	Hopper	SHPX	454308
	Hopper	SHPX	454309
	Hopper	SHPX	454310
	Hopper	SHPX	454311
	Hopper	SHPX	454312
	Hopper	SHPX	454313
	Hopper	SHPX	454314
	Hopper	SHPX	454315
	Hopper	SHPX	454316
	Hopper	SHPX	454317
	Hopper	SHPX	454318
	Hopper	SHPX	454319
	Hopper	SHPX	454320
	Hopper	SHPX	454321
	Hopper	SHPX	454322
	Hopper	SHPX	454323
	Hopper	SHPX	454324
	Hopper	SHPX	454325
	Hopper	SHPX	454326
	Hopper	SHPX	454327
	Hopper	SHPX	454328
	Hopper	SHPX	454329
	Hopper	SHPX	454330
	Hopper	SHPX	454331
	Hopper	SHPX	454332
	Hopper	SHPX	454333
	Hopper	SHPX	454334